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**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re:

RODEO CREEK GOLD INC.

- ☐ Affects this Debtor  
☒ Affects all Debtors  
☐ Affects Antler Peak Gold Inc.  
☐ Affects Hollister Venture Corporation  
☐ Affects Touchstone Resources Company

Chapter 11

Case No. 13-50301 (MKN)

Jointly Administered

**SECOND AMENDED NOTICE OF  
CONTRACTS AND LEASES TO BE  
ASSUMED AND ASSIGNED TO  
WATERTON GLOBAL MINING  
COMPANY, LLC (F/K/A WATERTON  
NEVADA HOLDINGS, LLC)**

**PLEASE TAKE NOTICE** that on February 25, 2013, Rodeo Creek Gold Inc., Antler Peak Gold Inc., Hollister Venture Corporation and Touchstone Resources Company, as debtors and debtors in possession (the “Debtors”), filed a motion (the “Sale Motion”)<sup>1</sup> [Docket No. 16] with the United States Bankruptcy Court for the District of Nevada (the “Bankruptcy Court”) seeking entry of (i) an order (the “Bidding Procedures Order”), among other things, (a) approving certain procedures (the “Bidding Procedures”) for the solicitation of bids and the conduct of an auction (the “Auction”) in connection with the proposed sale (the “Sale”) of substantially all of their assets (the “Acquired Assets”) related to the operation of the Hollister gold mine and the Esmeralda Mill in Nevada, (b) approving the form and manner of notice with respect to the proposed Sale, the Auction, and the Sale Hearing (as defined below), (c) approving procedures for the assumption, assignment, and cure of contracts and leases to any purchaser of the Acquired Assets and/or to resolve any objections thereto and related notices, (d) scheduling a hearing to approve any such Sale with respect to any bid accepted by the Debtors (the “Sale Hearing”); and (ii) an order (a) authorizing and approving the Sale with the Successful Bidder

<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Sale Motion.

(as such term is defined in the Bidding Procedures), and (b) authorizing and approving the assumption and assignment of certain executory contracts and unexpired leases in connection with the Sale.

**PLEASE TAKE FURTHER NOTICE** that on March 1, 2013, the Bankruptcy Court entered the Bidding Procedures Order [Docket No. 67]. On March 29, 2013, the Bankruptcy Court entered an amended Bidding Procedures Order (the "Amended Bidding Procedures Order") [Docket No. 286]. The Amended Bidding Procedures Order, among other things, approved amended Bidding Procedures (the "Amended Bidding Procedures").

**PLEASE TAKE FURTHER NOTICE** that on April 24, 2013, the Debtors filed the *Notice of (I) Successful Bidder at Auction and (II) Backup Bidder at Auction* [Docket No. 399] pursuant to which they announced, *inter alia*, that Waterton Global Resource Management, Inc. was the Successful Bidder at the Auction.

**PLEASE TAKE FURTHER NOTICE** that on April 26, 2013, the Debtors filed the *Notice of Filing of Proposed Asset Purchase Agreement in Connection with the Sale of the Debtors' Assets* [Docket No. 420] (the "APA Notice"). The form of *Asset Purchase Agreement* (the "APA"), without schedules, entered into between the Debtors and Waterton Nevada Holdings, LLC was attached to the APA Notice as Exhibit 1.

**PLEASE TAKE FURTHER NOTICE** that on April 30, 2013, the Debtors filed the *Notice of Contracts and Leases to be Assumed and Assigned to Waterton Nevada Holdings, LLC* [Docket No. 444] (the "Assumed Contracts Notice"). Attached to the Assumed Contracts Notice was Schedule 2.1(e) to the APA, which schedule lists each Contract or Lease that will be assumed and assigned to Waterton Global Mining Company, LLC (f/k/a Waterton Nevada Holdings, LLC) pursuant to Bankruptcy Code § 365 in connection with the Sale, and the related Cure Amounts.

**PLEASE TAKE FURTHER NOTICE** that on May 1, 2013 the Debtors filed the *Amended Notice of Contracts and Leases to be Assumed and Assigned to Waterton Global Mining Company, LLC (f/k/a/ Waterton Nevada Holdings, LLC)* [Docket No. 454] (the "Amended Assumed Contracts Notice"). Attached to the Amended Assumed Contracts Notice was an updated Schedule 2.1(e) to the APA.

**PLEASE TAKE FURTHER NOTICE** that attached hereto is a further updated Schedule 2.1(e) to the APA.

**PLEASE TAKE FURTHER NOTICE** that this notice is subject to the full terms and conditions of the Sale Motion, the Bidding Procedures Order (as amended by the Amended Bidding Procedures Order), and the Amended Bidding Procedures. Free copies of the Sale Motion, the Bidding Procedures Order (as amended by the Amended Bidding Procedures Order), the Amended Bidding Procedures, and all other documents filed in these Chapter 11 Cases, may be obtained by accessing the public website maintained by the Debtors' court-appointed claims agent, GCG, Inc., at [www.gcginc.com/cases/rodeocreekgold](http://www.gcginc.com/cases/rodeocreekgold).

1 DATED: May 3, 2013

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**SCHEDULE 2.1(e)**Assumed Contracts

CONTRACT COUNTER-PARTY	CONTRACT DESCRIPTION	CURE AMOUNT
AECOM	Services Agreement	\$32,086
AMEC ENVIRONMENT & INFRASTRUCTURE INC.	Services Agreement	\$334
FINLEY RIVER COMPANY, LLC	Memorandum of Agreement	\$0
FINLEY RIVER COMPANY, LLC	Royalty Agreement	\$191,500
FINLEY RIVER COMPANY, LLC	Lease Agreement	\$0
GREAT BASIN GOLD, INC.	Assignment of Lease Agreement	\$0
GREAT BASIN GOLD, INC.	Venture Agreement Assignment	\$0
HI TECH EXPLORATION LTD	Memorandum of Agreement	\$0
HI-TECH EXPLORATION LTD	Lease Agreement	\$0
HILLCREST MINING CO.	1) Royalty Agreement 2) Amendment to Auric – Hillcrest Mineral Lease and Assignment of Interest 3) Amendment and Ratification of Mining Lease and Sublease	\$191,500
HILLCREST MINING CO.	Lease Agreement	\$0
HILLCREST MINING CO.	Memorandum of Agreement	\$0
NEWMONT EXPLORATION LIMITED	Amendment and Ratification of Mining Lease and Sublease	\$0
TOUCHSTONE RESOURCES INC	Acknowledgment	\$0
USX CORPORATION	Quitclaim Deed and Assignment	\$0
NEWMONT EXPLORATION LIMITED	Purchase Agreement	\$0
BARRICK GOLSTRIKE MINES INC	Road Access Permit	\$0
NEWMONT MIDAS OPERATIONS INC	Road Use and Maintenance Agreement	\$133,040.19